

ACTION OF THE SOLE INCORPORATOR  
OF  
BUILD SOUTH AFRICA, INC.


The undersigned, being the sole incorporator of Build South Africa, Inc., a Delaware corporation (the "Corporation"), hereby adopts the following resolutions in lieu of a meeting, pursuant to Section 108(c) of the General Corporation Law of the State of Delaware:

RESOLVED, that the proposed form of By-Laws is hereby adopted as and for the By-Laws of the Corporation.

RESOLVED, that the number of directors constituting the Board of Directors is hereby fixed at one and that the following is hereby elected as Sole Director of the Corporation to serve until the first Annual Meeting of Stockholders or until his successors shall be elected and duly qualified:

Andrew Sillen

IN WITNESS WHEREOF, the undersigned has duly executed this instrument this 21<sup>st</sup> day of March, 2013.



Deborah M. Reusch

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BUILD SOUTH AFRICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MARCH, A.D. 2013, AT 5:37 O'CLOCK P.M.

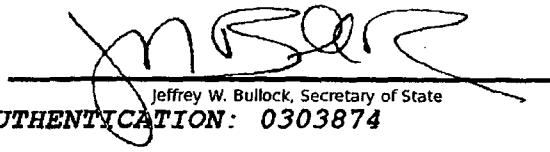
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0303874

DATE: 03-21-13

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:37 PM 03/21/2013  
FILED 05:37 PM 03/21/2013  
SRV 130344766 - 5307902 FILE

## CERTIFICATE OF INCORPORATION

OF

BUILD SOUTH AFRICA, INC.

FIRST: The name of the Corporation is Build South Africa, Inc.  
(hereinafter the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a non-profit corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL"). The Corporation is not formed for pecuniary profit or financial gain, and no part of its income or assets shall inure for the profit of, or be distributed to, its members, officers, or directors, except that the Corporation may pay compensation for services rendered and make payments and distributions in furtherance of its purposes.

FOURTH: The condition of membership shall be stated in the By-Laws. The Corporation shall have no authority to issue capital stock.

FIFTH: The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Deborah M. Reusch	P.O. Box 636 Wilmington, DE 19899

SIXTH: The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than one. The directors need not be members of the Corporation unless so required by the By-Laws. The Board of Directors shall be elected by the members at the annual

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meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation and may have power to authorize the seal of corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the Corporation may, if the By-laws so provide, be classified as to term of office. The Corporation may elect such officers as the By-Laws may specify, who shall, subject to the provision of the GCL, have such titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter or repeal the By-Laws of this Corporation.

This Corporation may in its By-Laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the GCL, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

SEVENTH: Meetings of members may be held without the State of Delaware, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors.

EIGHTH: The Corporation reserves the right to amend, alter change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the GCL, and all rights conferred upon members herein are granted subject to this reservation.

NINTH: No director shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii)

pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article NINTH shall apply to or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21<sup>st</sup> day of March, 2013.



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Deborah M. Reusch  
Sole Incorporator

**BY-LAWS  
OF  
Build South Africa, Inc.**

**ARTICLE I  
PURPOSE AND OFFICES**

Section 1. Purpose. The purpose of Build South Africa, Inc. (the "Corporation") shall be to engage in any lawful act or activity for which a non-profit corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL") and as permitted under Section 501(c)(4) of the Internal Revenue Code, and to work in the United States to support the efforts of Great Potential for South Africa, a South African nonprofit organization, and Agang, a lawfully registered political party in South Africa. The corporation seeks to support efforts to educate the public about South Africa and its political future. Any and all activity of the Corporation shall be in compliance with applicable law.

Section 2. Principal Office. The principal office of the Corporation shall be located at:

P.O. Box 22082  
Brooklyn, New York 11202

**ARTICLE II  
MEMBERS**

The members of the Corporation shall consist of the Board of Directors.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. General. The Corporation's Board of Directors shall consist of no fewer than one ((1) director, who shall serve as the Corporation's and who shall also act as Chairman of the Board of Directors. The Directors shall manage the activities and affairs of the Corporation. Directors shall be elected by the members of the Corporation at the annual meeting of the Corporation to be held on a date to be determined by the directors. Directors shall hold office until their successors are respectively elected and qualified. Directors shall serve for such terms as may be determined by the directors. Directors shall serve in their position until a successor is chosen and qualified or until their earlier removal. The number of directors may be changed by vote of the members, but there shall at all times be at least one director.

Section 2. Removal, Vacancy and Replacement of Directors. Directors of the Corporation may be removed by, and vacancies shall be filled by, a vote of the directors.

Section 3. Meetings of the Directors. The Chairman of the Board shall preside over the meetings of the directors. Meetings are not required to be held in the State of Delaware. An annual meeting shall be held on a date to be determined by the directors. In addition, a meeting may be called by the Executive Director of the Corporation or whenever any director finds it necessary that a matter relating to the affairs of the Corporation be considered at such meeting. Notice of meetings, stating its time and place, shall be given to each director at least twenty-four (24) hours before the meeting. Notice of any meeting may be waived by a director by signing a written waiver of notice or by attending the meeting. At all meetings of the directors, all votes shall be cast in person. There shall be no voting by proxy. Directors of the Corporation may participate in any meeting thereof by means of a conference telephone or

similar communications equipment by means of which all persons participating in the meeting can hear each other or by e-mail. Notwithstanding the foregoing, nothing herein shall be deemed to require a meeting of the directors of the Corporation to conduct the business of the Corporation except that a meeting of the directors of the Corporation shall be required (a) to propose an amendment to the Certificate of Incorporation or these By-Laws, (b) to elect directors and officers of the Corporation, (c) to remove or replace directors or officers of the Corporation, (d) to determine the disposition of funds belonging to the Corporation upon its dissolution, and (e) such other matters as may be determined from time to time by the directors. In lieu of a meeting, the directors may act on behalf of the Corporation through an unanimous written consent signed by all of the directors.

Section 4. Required Vote. In the case of a vote on any matter specified in Article III, Section 3 of these By-Laws, a majority of the directors present at a meeting shall constitute a quorum to conduct business at that meeting. The affirmative vote of a majority of the directors shall be the action of the Corporation. In the event of a tie vote, the vote of the Chairman shall be determinative.

## ARTICLE IV

### OFFICERS

Section 1. General. The officers of the Corporation shall carry out the day-to-day operation of the Corporation and implement the decisions made by the Board of Directors of the Corporation. The Corporation shall have no fewer than two (2) officers. The officers shall include an Executive Director and a Treasurer/Secretary and may also consist of such other officers as the Board of Directors of the Corporation deem necessary. Any number of offices may be held by the same person except as otherwise prohibited by law, the Certificate of Incorporation of the Corporation, or these By-Laws.

Section 2. Election. The Chairman of the Board of Directors shall serve as Executive Director of the Corporation. Other officers shall be elected by a vote of the Board of Directors of the Corporation. The officers of the Corporation shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by a vote of the Board of Directors of the Corporation. All officers shall hold office until their successors are chosen and qualified or until their earlier removal.

Section 3. Removal, Vacancy and Replacement of Officers. Officers of the Corporation may be removed by the Board of Directors of the Corporation. In the event of a vacancy in an officer position of the Corporation, that vacancy shall be filled by a vote of the Board of Directors of the Corporation.

Section 4. Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall also act as the Chairman of the Corporation's Board of Directors and shall call and preside at all meetings of the Board of Directors and shall give, or cause to be given, notice of all such meetings to the directors.

Section 6. Treasurer/Secretary. The Treasurer/Secretary shall be chief financial officer of the Corporation and shall supervise and control all of the assets, business and financial affairs of the Corporation. The Treasurer/Secretary may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by these By-Laws to some other officer or agent of the Corporation are required by law to be otherwise signed or executed by some other officer or in some other manner. The Treasurer/Secretary shall have charge and custody of and be responsible for all funds and securities of the Corporation; prepare and file all necessary reports required under applicable law; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with these By-Laws; and in general perform all of the duties incident to the office of Treasurer/Secretary. The Treasurer/Secretary shall also act as Executive Director in the absence or incapacity of the Executive Director.

Section 7. Other Officers. Such other officers as the Board of Directors of the Corporation may choose, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors of the Corporation.

## **ARTICLE V**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. Contracts. The Treasurer/Secretary may authorize any director, officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Treasurer/Secretary. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer/Secretary.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Treasurer/Secretary may select.

Section 5. Gifts and Contributions. The Treasurer/Secretary may accept on behalf of the Corporation any contribution, gift, bequest or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state or federal law.

## **ARTICLE VI**

### **BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its officers and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Corporation.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

### **ARTICLE VIII**

#### **AMENDMENTS**

These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a vote of the directors.

### **ARTICLE IX**

#### **DISSOLUTION**

The Corporation shall have perpetual existence but may be dissolved at any time by a vote of the directors of the Corporation. Upon such dissolution, all funds remaining in the depository account shall be donated to tax-exempt charitable institutions or otherwise disposed of in accordance with applicable law.